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Proposed Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

<u>In re:</u>)
TOYS "R" US PROPERTY COMPANY I, LLC,	) Chapter 11
Debtor.)
<u>Tax I.D. No. 04-3829291</u>	) Case No. 18-31429 (KLP)
<u>In re:</u>)
MAP REAL ESTATE, LLC,	) Chapter 11
Debtor.)
<u>Tax I.D. No. 03-0565228</u>	) Case No. 18-31430 (KLP)
<u>In re:</u>)
TRU 2005 RE I, LLC,	) Chapter 11
Debtor.)
<u>Tax I.D. No. 04-3829292</u>	) Case No. 18-31431 (KLP)

In re:	)	Chapter 11
)	
TRU 2005 RE II TRUST,	)	Case No. 18-31432 (KLP)
)	
Debtor.)	
)	
<u>Tax I.D. No. 76-6213349</u>)	
)	
In re:	)	Chapter 11
)	
WAYNE REAL ESTATE COMPANY, LLC,	)	Case No. 18-31433 (KLP)
)	
Debtor.)	
)	
<u>Tax I.D. No. 42-1671031</u>)	
)	
In re:	)	Chapter 11
)	
WAYNE REAL ESTATE HOLDING	)	Case No. 18-31428 (KLP)
COMPANY, LLC,)	
Debtor.)	
)	
<u>Tax I.D. No. 47-3297053</u>)	

**FINAL ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE PROPCO I
DEBTORS' CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the Propco I Debtors for entry of an order (this “Order”), (a) directing the joint administration of the Propco I Debtors’ chapter 11 cases for procedural purposes only; and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declarations; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated July 10, 1984; and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Propco I Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Propco I Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth in this Order.
2. The Propco I Debtors' chapter 11 case cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 18-31429 (KLP).
3. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Toys "R" Us Debtors' and the Propco I Debtors' respective chapter 11 cases.
4. The caption of the jointly administered cases should read as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
	)	Chapter 11
)	
TOYS "R" US PROPERTY COMPANY I, LLC, et al. ²	)	Case No. 18-31429 (KLP)
Debtors.	)	(Jointly Administered)
)	

² The Propco I Debtors in these chapter 11 cases, along with the last four digits of each Propco I Debtor's federal tax identification number, are set forth in the *Debtors' Motion for Entry of an Order (I) Directing Joint*

5. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

6. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Propco I Debtors other than Toys “R” Us, Property Company I, LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia directing the procedural consolidation and joint administration only of the chapter 11 cases of: Toys “R” Us Property Company I, LLC, Case No. 18-31429 (KLP); MAP Real Estate, LLC, Case No. 18-31430 (KLP); TRU 2005 RE I, LLC, Case No. 18-31431 (KLP); TRU 2005 RE II Trust, Case No. 18-31432 (KLP); Wayne Real Estate Company, LLC, Case No. 18-31433 (KLP); and Wayne Real Estate Holding Company, LLC, Case No. 18-31428 (KLP). The docket in Case No. 18-31429 (KLP) should be consulted for all matters affecting this case.

7. The Propco I Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Eastern District of Virginia shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

8. The Propco I Debtors are authorized to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements of the United States Trustee for Chapter 11 Debtors in Possession and Chapter 11 Trustees*, issued by the Office of the United States Trustee for the Eastern District of Virginia, on a consolidated basis, but the Propco I Debtors shall track and break out disbursements on a debtor-by-debtor basis in each monthly operating report.

9. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, the Propco I Debtors, or the Propco I Debtors’ estates, and this Order shall be without prejudice to the rights of the Propco I Debtors to seek entry of an Order substantively consolidating their respective cases.

Administration of the Propco I Debtors’ Chapter 11 Cases and (II) Granting Related Relief filed contemporaneously herewith. The location of the Debtors’ service address is One Geoffrey Way, Wayne, NJ 07470.

10. Nothing contained in the Motion or this Order shall be deemed or construed as precluding the Propco I Debtors from causing any of their non-Debtor, wholly owned subsidiaries from commencing voluntary cases under the Bankruptcy Code.

11. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is waived.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

14. The Propco I Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2018
Richmond, Virginia

Apr 23 2018

/s/ Keith L. Phillips

Honorable Keith L. Phillips
United States Bankruptcy Judge

Entered on Docket: Apr 24 2018

WE ASK FOR THIS:

/s/ Jeremy S. Williams

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Proposed Co-Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Jeremy S. Williams